

**STRUCTURE AND OPERATIONAL PROCEDURES  
OF THE  
MASSACHUSETTS BAYS PROGRAM  
MANAGEMENT COMMITTEE**

April 10, 2013

**I. MASSACHUSETTS BAYS PROGRAM MISSION STATEMENT**

The Massachusetts Bays Program (MassBays) is a partnership of citizens, communities, and government that strives to protect and enhance the coastal health and heritage of Massachusetts and Cape Cod Bays. To achieve our vision of a balanced and healthy environment, we:

- Provide support and assistance for local action;
- Provide environmental education and cultivate stewardship of our coastal resources;
- Develop science-based initiatives to help solve management challenges; and
- Facilitate cooperation on local and region-wide projects and programs.

MassBays is guided by its Comprehensive Conservation and Management Plan (CCMP), which outlines an approach to maintaining and improving the health of the Massachusetts Bays.

**II. MANAGEMENT COMMITTEE**

**A. Roles and Responsibilities**

**i. Full Management Committee**

The MassBays Management Committee has general authority over the management of MassBays with specific responsibilities to:

- Establish and approve direction and priorities for the MassBays
- Nominate and elect a Chair and Vice Chair
- Review, comment on, and approve relevant plans such as the annual Work Plan and Strategic Plan
- Approve the annual budget and authorize reallocations greater than 10% of the annual total (this figure does not include matching funds)
- Review semiannual financial reports prepared by the Director
- Establish and approve priorities for CCMP implementation
- Evaluate the progress and effectiveness of CCMP implementation in conjunction with review and approval of MassBays Work Plan and Strategic Plans

- Comprehensively review and make necessary revision to the CCMP every five to ten years
- Help secure funding and other resources to implement the CCMP
- Ensure public involvement in CCMP and MassBays implementation
- Provide ongoing direction to the Director, including providing input to the host agency on the Director's annual performance review
- Participate in the quadrennial Environmental Protection Agency (EPA) Program Evaluation
- Periodically evaluate the MassBays' administrative structure and relationship with the host agency
- Consult with the host agency regarding key MassBays core staffing decisions
- Serve as a vehicle for managing challenges and conflicts facing the MassBays

## ii. **Members**

Each Management Committee member is expected to bring the expertise of his or her organization and/or interest to the task of implementing the CCMP. Coordination among members and the formation of partnerships to support efficient and effective implementation of the CCMP will ensure that the work of MassBays addresses estuarine issues on a broad, cross-jurisdictional scale.

The specific responsibilities of Management Committee members are as follows:

- Attend Management Committee meetings; members who are not able to attend a meeting will notify the Chair and Director in advance, and will make every effort to send an alternate representative to the meeting. (However, alternates will not be considered voting Management Committee members.)
- Serve as advocates for the MassBays within their organizations and with the public
- Serve on appropriate standing committees and ad hoc subcommittees
- Serve as liaisons between the organizations they represent and the Management Committee
- Work to integrate various viewpoints and interests into the CCMP planning, evaluation, and implementation process
- Bring knowledge about the estuarine and coastal processes and the practicality of action items to Management Committee discussions
- Stay current with MassBays activities and be willing to work on specific CCMP implementation efforts

- Help to identify and secure financial resources for implementation of the CCMP

### iii. Officers

The Management Committee will be led by a Chair and a Vice Chair. The Chair will lead the meetings, consult as needed with the Director on issues between meetings, represent the program at public events as appropriate, and otherwise serve to facilitate the activities of the Management Committee. The Vice Chair will support the Chair and serve in place of the Chair as needed.

## B. Composition

The Management Committee is composed of no fewer than 15 and no more than 37 representatives of non-governmental organizations, federal, state, regional and local government agencies, business, industry, and research institutions. In collaboration with the Director and the Nominating and Governance Committee, the Management Committee will ensure that its membership adequately represents a broad range of interests.

The following entities will have representation on the Management Committee. Holders of at-large and standing seats shall have equal privileges and responsibilities. If a member entity, current with the fiscal year, either holds or intends to apply for one or more subawards from MassBays, representatives of those entities shall not vote on any decisions related to the MassBays budget or subawards [see Section V(c)]. The maximum number of designee seats on the Management Committee is indicated in parentheses.

### At-large Seats

- State-wide nonprofit environmental organizations (three seats)
- Sub-regional nonprofit environmental organizations (seven seats)
- Business community (three seats)
- Research and/or academic institutions (three seats)
- Local government (five seats)

### Standing Seats

- Merrimac Valley Planning Commission (one seat)
- Metropolitan Area Planning Council (one seat)
- Old Colony Planning Council (one seat)
- Cape Cod Commission (one seat)
- Massachusetts Executive Office of Energy and Environmental Affairs (one seat)

- Massachusetts Office of Coastal Zone Management (MACZM) (one seat)
- Massachusetts Department of Environmental Protection (one seat)
- Massachusetts Department of Fish and Game (one seat)
- Massachusetts Division of Marine Fisheries (one seat)
- Massachusetts Department of Conservation and Recreation (one seat)
- Massachusetts Department of Transportation (one seat)
- Massachusetts Water Resources Authority (one seat)
- U.S. Environmental Protection Agency Region 1 (one seat)
- Natural Resource Conservation Service (one seat)
- U.S. Fish and Wildlife Service (one seat)
- National Marine Fisheries Service (one seat)

### **C. Terms and Appointments**

- i. **Terms for Management Committee Members:** With the exception of seats held by EPA Region 1 and MACZM, members of the Management Committee will serve three-year terms, with no limit on reappointments. Terms will begin July 1. One third of all Management Committee members' terms will expire each year. Seats held by EPA Region 1 and MACZM, as representatives of the funding and host agencies, have no expiration date.
- ii. **Terms for Officers:** The Chair and Vice Chair will be elected for two-year terms. The Chair shall not serve consecutive terms.
- iii. **Member Nominations:** The Nominating and Governance Committee will recommend appointments to the full Management Committee for approval.

## **III. STANDING SUBCOMMITTEES**

Standing subcommittees shall be composed of Management Committee members. However, standing subcommittee chairs may invite outside parties to participate in meetings and deliberations on an as-needed basis.

### **A. Executive Committee**

#### **i. Roles and Responsibilities**

The Executive Committee will work between Management Committee meetings to address issues that require immediate action. The Executive Committee will consult with the Director on urgent or timely issues needing Management Committee input or approval, and determine whether a poll of Management Committee members is needed. The

Management Committee Chair will convene meetings of the Executive Committee as necessary.

The Executive Committee has the authority to:

- Review and approve time-sensitive or out-of-cycle recommendations from staff including budget reallocation of up to 10% of the MassBays annual budget
- Set the agenda for full Management Committee meetings in cooperation with the Director and MassBays Staff
- Serve any additional functions as authorized by the Management Committee

## **ii. Composition**

The Executive Committee will be composed of at least the Chair, the Vice Chair, the EPA representative, the MACZM Director or a designee, and may also include standing committee chairs and two at-large members. The Committee will be staffed by the Director.

## **iii. Terms and Appointments**

The Chair and Vice Chair will recommend the at-large member to the Management Committee for appointment to two-year terms, which will begin on July 1 of each year.

# **B. Nominating and Governance Committee:**

## **i. Roles and Responsibilities**

The Nominating and Governance Committee has the authority to:

- Recruit and nominate candidates for Management Committee membership and officer slots
- Ensure that a range of interests is represented
- Ensure that the standing seats are appropriately assigned
- Ensure that the Management Committee and its subcommittees have robust and effective memberships
- Keep an official record of Management Committee members and their terms
- Ensure that all Management Committee members, prior to or during the first Committee meeting of their term, sign a Conflict of Interest statement.
- Work with MassBays staff to ensure that recruitment and orientation materials are available and circulated to potential members so that they have a solid understanding of MassBays, the Management Committee, and their respective roles.

- Monitor the work of the Management Committee to ensure that it complies with these Operating Procedures
- Recommend Operating Procedure revisions to the Management Committee, where and when appropriate

## **ii. Composition**

The Nominating and Governance Committee will be composed of the Chair and Vice Chair of the Management Committee, and four at-large members, and will be staffed by the Director.

## **iii. Terms and Appointments**

The Chair and Vice Chair will recommend the at-large member(s) to the Management Committee for appointment to two-year terms, which will begin on July 1 of each year. Terms may run consecutively.

# **C. Science and Technical Advisory Committee (STAC):**

## **i. Roles and Responsibilities**

The Science and Technical Advisory Committee (STAC) includes regional scientific and technical professionals involved in estuarine- and coastal-related research and management. The STAC reviews and provides guidance on technical and scientific issues related to MassBays projects or other initiatives that may have relevance to the MassBays mission. The STAC works to attain a high level of technical accuracy and relevance to the CCMP. The STAC responds to other Management Committee technical and scientific information needs. The STAC will meet at least twice per year and report on deliberations to the Management Committee.

## **ii. Composition**

The STAC will be composed of a Chair, and a minimum of two at-large members. It will be staffed by the MassBays Staff Scientist who will facilitate communication between the STAC and the Management Committee.

## **iii. Terms and Appointments**

The Chair will be appointed by the Management Committee Chair and confirmed (by simple majority) by the full Management Committee. The STAC Chair and MassBays Staff Scientist will maintain a STAC membership list to be reviewed on an annual basis.

#### **D. Outreach and Engagement Committee (OEC):**

##### **i. Roles and Responsibilities**

The Outreach and Engagement Committee (OEC) includes professionals involved in environmental education and/or civic engagement. The OEC assists in the development and review of the MassBays Communications Plan. The OEC will meet at least twice per year and report on deliberations to the Management Committee.

##### **ii. Composition**

The OEC will be composed of a Chair and a minimum of two at-large members. It will be staffed by the MassBays Outreach and Policy Coordinator who will facilitate communication between the OEC and the Management Committee.

##### **iii. Terms and Appointments**

The Chair will be appointed by the Management Committee Chair and confirmed (by simple majority) by the full Management Committee. The OEC Chair and MassBays Outreach and Policy Coordinator will maintain an OEC membership list to be reviewed on an annual basis.

#### **IV. AD HOC SUBCOMMITTEES**

The Management Committee shall have the authority to establish additional ad-hoc subcommittees to carry out the objectives of the MassBays. Ad hoc subcommittees may be composed of and chaired by both Management Committee members and other individuals who have relevant expertise, organizational, and/or community affiliations. All ad hoc subcommittees shall develop Terms of Reference outlining the purpose and scope of work of the committee and report to the Director and Management Committee regularly. Each subcommittee and working group is responsible for selecting a Chair and/or Co-Chairs.

#### **V. OPERATING PROCEDURES OF THE MANAGEMENT COMMITTEE**

- a. **Meetings:** The Management Committee will meet at least two times each year. The meetings are open to the public.
- b. **Meeting Agendas and Summaries:** Staff will circulate a draft agenda no less than ten days prior to Management Committee meetings. Staff will draft written summaries of Management Committee meetings to the Management Committee for review and comment within ten days of the meeting. These summaries will be revised as appropriate. If no significant issues arise as a result of this review,

the Chair shall have the authority to declare the summary approved. If significant issues do arise, and cannot be resolved via e-mail, these issues will be addressed at the next Management Committee meeting.

- c. **Decision Making Process:** The Management Committee will make decisions by consensus when possible. The Management Committee will move to take a vote on an issue only after a thorough and good faith effort to reach consensus has been made consistent with the timeframe needed for the decision. Fiscal decisions related to MassBays subawards, including budget approval or allocations to grant programs, must be decided by voice vote of Committee members not currently holding, or planning to apply in the concurrent fiscal year for, MassBays subawards. Passage of any vote requires a simple majority of all Management Committee Members present.
- d. **Quorum:** A simple majority of the membership shall constitute a quorum. Members shall be considered present at a meeting if they participate in an interactive way by phone, videoconference, or other technological means. Members may occasionally specify a temporary designee to attend meetings in their absence. Alternates will not be considered voting Management Committee members.
- e. **Conflicts of Interest:** Management Committee members shall avoid conflicts of interest and comply with applicable state and federal laws or regulations. Each Management Committee member shall, prior to or during the first Committee meeting of their term, sign a Conflict of Interest statement affirming their adherence to the most current MassBays Conflict of Interest Policy.

## VI. AMENDMENTS

These Procedures may be amended, repealed, or altered in whole or in part by a two-thirds majority vote of the Management Committee, provided that the text of the proposed amendments is given to all Members at least fourteen (14) days prior to the vote.